

# ENSCO PLC

## FORM 8-K (Current report filing)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (Date of earliest event reported): May 18, 2015**

**Enesco plc**

**(Exact name of registrant as specified in its charter)**

**England and Wales  
(State or other jurisdiction of  
incorporation)**

**1-8097  
(Commission  
File Number)**

**98-0635229  
(I.R.S. Employer  
Identification No.)**

**6 Chesterfield Gardens**

**London, England W1J 5BQ**

**(Address of Principal Executive Offices and Zip Code)**

**Registrant's telephone number, including area code: 44 (0) 20 7659 4660**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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## **TABLE OF CONTENTS**

### **INFORMATION TO BE INCLUDED IN THE REPORT**

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers	1
<u>Item 5.07 Submission of Matters to a Vote of Security Holders</u>	2
Item 9.01 Financial Statements and Exhibits	5

### **SIGNATURE**

### **EXHIBIT INDEX**

7

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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers**

*Long-Term Incentive Plan.*

At the Annual General Meeting of Shareholders of Ensco plc (the "Company") held on May 18, 2015 (the "2015 Annual General Meeting"), the Company's shareholders approved the Third Amendment (the "Amendment") to the Ensco plc 2012 Long-Term Incentive Plan (as amended, the "Plan"). The Amendment authorizes an additional 9,000,000 Class A ordinary shares ("shares") for issuance under the Plan, bringing the total number of shares authorized for issuance under the Plan to 23,000,000. The shareholders also approved the material terms of the performance goals reflected in the Amendment for purposes of Section 162 (m) of the U.S. Internal Revenue Code, as amended ("Internal Revenue Code"). A description of the Plan, as modified by the Amendment, is set forth in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 3, 2015 (the "2015 Proxy Statement"). The description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

*Cash Incentive Plan.*

At the 2015 Annual General Meeting, the Company's shareholders approved the material terms of the performance goals in the ENSCO 2005 Cash Incentive Plan ("ECIP") for purposes of Section 162(m) of the Internal Revenue Code. A description of the ECIP, as modified to reflect the performance goals approved by the shareholders, is set forth in the 2015 Proxy Statement. The description of the ECIP is qualified in its entirety by reference to the full text of the ECIP, which is filed as Exhibit 10.2 to this Current Report on Form 8-K.

## Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The Company held its 2015 Annual General Meeting in London, England on May 18, 2015 .

(b) There were 234,337,672 shares entitled to vote at the meeting based on the March 25, 2015 record date, of which 203,534,685 shares, or approximately 86.9%, were present and voting in person or by proxy. The following matters, detailed descriptions of which are contained in the 2015 Proxy Statement, were voted on at the meeting:

(i) To re-elect Directors to serve until the 2016 Annual General Meeting of Shareholders:

a. J. Roderick Clark

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
162,321,049	3,857,050	434,147	36,922,439

b. Roxanne J. Decyk

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
161,703,006	4,477,235	432,005	36,922,439

c. Mary E. Francis CBE

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
162,201,579	3,987,638	423,029	36,922,439

d. C. Christopher Gaut

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
162,095,787	4,084,811	431,648	36,922,439

e. Gerald W. Haddock

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
160,618,910	5,552,171	441,165	36,922,439

f. Francis S. Kalman

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
161,512,013	4,667,363	432,870	36,922,439

g. Keith O. Rattie

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
162,518,686	3,651,290	442,270	36,922,439



h. Paul E. Rowsey, III

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
160,941,450	5,236,175	434,621	36,922,439

i. Carl G. Trowell

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
164,552,852	1,617,106	442,288	36,922,439

(ii) To authorise the Board of Directors to allot shares:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
195,734,820	5,082,626	2,717,239	N/A

(iii) To ratify the Audit Committee's appointment of KPMG LLP as our U.S. independent registered public accounting firm for the year ended December 31, 2015:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
199,327,682	3,446,662	760,341	N/A

(iv) To appoint KPMG LLP as our U.K. statutory auditors under the U.K. Companies Act 2006 (to hold office from the conclusion of the 2015 Annual General Meeting until the conclusion of the next annual general meeting of shareholders at which accounts are laid before the Company):

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
199,354,235	3,413,860	766,590	N/A

(v) To authorise the Audit Committee to determine our U.K. statutory auditors' remuneration:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
200,886,064	1,962,799	685,822	N/A

(vi) To approve an amendment to the Enscopl 2012 Long-Term Incentive Plan and to approve the Performance-Based Provisions of the Plan pursuant to Internal Revenue Code Section 162(m):

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
147,712,667	18,209,270	690,309	36,922,439



(vii) To approve the Performance-Based Provisions of the ENSCO 2005 Cash Incentive Plan pursuant to Internal Revenue Code Section 162(m):

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
162,121,771	3,870,815	619,660	36,922,439

(viii) A non-binding advisory vote to approve the Directors' Remuneration Report for the year ended December 31, 2014:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
156,387,095	9,566,128	659,023	36,922,439

(ix) A non-binding advisory vote to approve the compensation of our named executive officers:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
152,076,586	13,818,514	717,146	36,922,439

(x) A non-binding advisory vote to approve the reports of the auditors and the directors and the U.K. statutory accounts for the year ended December 31, 2014 (in accordance with legal requirements applicable to U.K. companies):

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
199,351,025	1,222,873	2,960,787	N/A

(xi) To approve the disapplication of pre-emption rights:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
164,222,941	1,534,806	854,499	36,922,439

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1	Third Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective March 30, 2015.
10.2	Amended and Restated ENSCO International Incorporated 2005 Cash Incentive Plan (as revised and restated for amendments through March 30, 2015) (incorporated by reference to Annex 3 to the Company's Proxy Statement filed on April 3, 2015, File No. 1-08097).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Enscopl**

Date: May 19, 2015

/s/ Brady K. Long

Brady K. Long

Vice President - General Counsel and Secretary

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**THIRD AMENDMENT  
TO THE  
ENSCO plc  
2012 LONG-TERM INCENTIVE PLAN**

THIS AMENDMENT is effective the 30th day of March 2015, by EnSCO plc, having its principal office in London, England (hereinafter referred to as the "Company").

WITNESSETH:

WHEREAS, the Company adopted the EnSCO plc 2012 Long-Term Incentive Plan (the "Plan"), effective 1 January 2012;

WHEREAS, the Board of Directors of the Company, upon recommendation of the Executive Compensation Subcommittee of its Compensation Committee during its regular meeting held on 30 March 2015, has authorized and approved this Third Amendment to the Plan during a regular meeting held on 30 March 2015; and

WHEREAS, the Company now desires to adopt this Third Amendment to the Plan for the purpose of (i) amending Section 5(a) of the Plan to increase the aggregate number of Shares available for issuance under the Plan, such amendment to be subject to approval by the Company's shareholders at the Annual General Meeting of Shareholders on 18 May 2015, and (ii) amending the definition of "Performance Goals" of the Plan to add one performance goal;

NOW, THEREFORE, in consideration of the premises and covenants herein contained, the Company hereby adopts the following Third Amendment to the Plan:

(1) Section 5(a) of the Plan is hereby amended in its entirety to read as follows:

(a) **Basic Limitation**. Subject to adjustment pursuant to Section 11, the aggregate number of Shares that are available for issuance under this Plan shall not exceed 23 million (23,000,000) Shares (the "Plan Maximum"), reduced by the total number of Shares subject to any awards granted under the 2005 LTIP during the period commencing on 1 January 2012 and ending on the date of the 2012 Annual Meeting (the "Pre-Effective Period"). Any Shares that are subject to Awards of Options, whether granted under this Plan or the 2005 LTIP during the Pre-Effective Period, shall be counted against the Plan Maximum as one (1) Share for every one (1) Share granted. Any Shares that are subject to Awards other than Options, whether granted under this Plan or the 2005 LTIP during the Pre-Effective Period, shall be counted against the Plan Maximum as two (2) Shares for every one (1) Share granted. The Committee shall not issue more Shares than are available for issuance under this Plan. The number of Shares that are subject to unexercised Options at any time under this Plan shall not exceed the number of Shares that remain available for issuance under this Plan. The Company, during the term of this Plan, shall at all times reserve and keep available sufficient Shares to satisfy the requirements of this Plan. Shares shall be deemed to have been issued under this Plan only to the extent actually issued and delivered pursuant to an Award; provided, however, in no event shall any Shares that have been subject to Options, Restricted Share Awards or Restricted Share Unit Awards be returned to the number of Shares available under the Plan Maximum for distribution in connection with future Awards by reason of such Shares (i) being withheld, if permitted under Section 3(b)(xii) and Section 6(f)(ii), from the total number of Shares to be issued upon the exercise of Options as payment of the Exercise Price of such Options, or (ii) being withheld or surrendered, if permitted under Section 3(b)(xiii) and Section 10(c), from the total number of Shares to be issued upon the exercise of Options, the vesting of any Restricted Share Awards, the settlement of any Restricted Share Unit Awards or the settlement of any Performance Unit Awards to meet the withholding obligations related to such exercises, vesting and settlement. Nothing in this Section 5(a) shall impair the right of the Company to reduce the number of outstanding Shares pursuant to repurchases, redemptions, or otherwise; provided, however, that no reduction in the number of outstanding Shares shall (i) impair the validity of any outstanding Award, whether or not that Award is fully vested, exercisable, or earned and payable or (ii) impair the status of any Shares previously issued pursuant to an Award as duly authorized, validly issued, fully paid, and nonassessable. The Shares to be delivered under this Plan shall be made available from (a) newly allotted and issued Shares, including any Shares held in reserve by any Subsidiary or (b) Shares that are held in an employee benefit trust, in each situation as the Committee may determine from time to time in its sole discretion.

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